

VEDDER PRICE P.C.

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CIT Aerospace International, Wilmington Trust
SP Services (Dublin) Limited, not in its
individual capacity but solely as Trustee, and
Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

COMPANIA MEXICANA DE AVIACION,
S.A. de C.V.,

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 10-14182 (MG)

**AFFIRMATION OF JOHN I. KARESH IN SUPPORT OF APPLICATION
TO FILE CONFIDENTIAL DOCUMENTS UNDER SEAL**

John I. Karesh, an attorney duly admitted to practice in this Court, affirms under penalty of perjury that the following statements are true:

Introduction

1. I am a shareholder in Vedder Price P.C., counsel for C.I.T. Leasing Corporation ("CIT Leasing"), CIT Aerospace International ("CITAI" and together with CIT Leasing, the "CIT Entities"), Wilmington Trust SP Services (Dublin) Limited, not in its individual capacity but solely as Trustee, and Wells Fargo Bank Northwest, National Association, not in its

individual capacity but solely as Owner Trustee (said institutions, each a “Trustee” and collectively, the “Trustees” and together with the CIT Entities, collectively, the “Lessor-Objectants”).

2. I am fully familiar with the facts hereinafter set forth except as to matters stated upon information and belief and as to those matters, I believe the facts to be true.

3. I submit this affidavit in support of (i) this Application for Entry of an Order to Show Cause on the Emergency Motion of the Lessor-Objectants for Entry of an Order Pursuant to Section 107(b) of the Bankruptcy Code and Rule 9018 of the Federal Rules of Bankruptcy Procedure to File Documents Under Seal (the “Application”), and (ii) the Emergency Motion of the Lessor-Objectants for Entry of an Order Pursuant to Section 107(b) of the Bankruptcy Code and Rule 9018 of the Federal Rules of Bankruptcy Procedure to File Documents Under Seal (the “Motion to Seal”).

4. On August 2, 2010 (the “Filing Date”), Maru E. Johansen, in her capacity as the foreign representative (the “Foreign Representative”) of Compania Mexicana de Aviacion, S.A. de C.V. (“Mexicana”), filed, *inter alia*, an Ex Parte Application for Order (A) Granting Provisional Relief and Injunction and (B) Scheduling Hearing (the “TRO Application”) [Docket No. 5].

5. On August 3, 2010, the Court entered the Amended Order to Show Cause With Temporary Restraining Order (the “Amended TRO Order”) [Docket No. 9], which provided, *inter alia*, that “[p]ending entry of further order of this Court, the protections of section 362 of the Bankruptcy Code applies to Mexicana and its assets in the United States.” (Amended TRO Order, at ¶ 3.)

6. On August 5, 2010, the Court entered the Second Amended Order to Show Cause With Temporary Restraining Order (the “Second Amended TRO Order”) [Docket No. 23], which also provided that “[p]ending entry of further order of this Court, the protections of section 362 of the Bankruptcy Code applies to Mexicana and its assets in the United States.” (Second Amended TRO Order, at ¶ 3.)

The Confidential Documents

7. Prior to the Filing Date, the Lessor-Objectants leased certain aircraft (the “Aircraft”) to Mexicana subject to the following leases (the “Leases”):

(a) Annexed hereto as Exhibit A is a copy of the Aircraft Lease Agreement dated as of July 21, 2003, amended and restated as of June 10, 2008, between Wells Fargo as Lessor and Mexicana as Lessee with respect to the Airbus A319 Aircraft with manufacturer’s serial number 2078.

(b) Annexed hereto as Exhibit B is a copy of the Aircraft Lease Agreement dated as of February 20, 2002, amended and restated as of June 5, 2008, between Wells Fargo as Lessor and Mexicana as Lessee with respect to the Airbus A319 Aircraft with manufacturer’s serial number 1625.

(c) Annexed hereto as Exhibit C is a copy of the Aircraft Lease Agreement dated as of April 27, 2004, as assigned, assumed and amended pursuant to Agreement dated as of December 9, 2008, by and among CITAI as former Lessor, Wilmington Trust Services (Dublin) Limited as Assignee and new Lessor, and Mexicana as Lessee with respect to the Airbus A319 Aircraft with manufacturer’s serial number 1598.

(d) Annexed hereto as Exhibit D is a copy of the Aircraft Lease Agreement dated as of May 29, 2007, as assigned, assumed and amended pursuant Agreement dated as of December 9, 2008, by and among CITAI as former Lessor, Wilmington Trust Services (Dublin) Limited as Assignee and new Lessor, and Mexicana as Lessee with respect to the Airbus A320 Aircraft with manufacturer’s serial number 3304.

(e) Annexed hereto as Exhibit E is a copy of the Aircraft Lease Agreement dated as of November 11, 2008, as assigned, assumed and amended pursuant Agreement dated as of December 9, 2008, between CITAI as Lessor and Mexicana as Lessee with respect to the Airbus A330 Aircraft with manufacturer’s serial number 971.

(f) Annexed hereto as Exhibit F is a copy of the Aircraft Lease Agreement dated as of November 11, 2008, as assigned, assumed and amended pursuant Agreement dated as of December 9, 2008, between CITAI as Lessor and Mexicana as Lessee with respect to the Airbus A330 Aircraft with manufacturer’s serial number 966.

(g) Annexed hereto as Exhibit G is a copy of the Aircraft Lease Agreement dated as of July 21, 2003, as assigned, assumed and amended pursuant Agreement dated as of December 9, 2008, between C.I.T. Leasing as Lessor and Mexicana as Lessee with respect to the Airbus A319 Aircraft with manufacturer's serial number 2066.

(h) Annexed hereto as Exhibit H is a copy of the Aircraft Lease Agreement dated as of September 15, 2005, as assigned, assumed and amended pursuant Agreement dated as of December 9, 2008, between C.I.T. Leasing as Lessor and Mexicana as Lessee with respect to the Airbus A319 Aircraft with manufacturer's serial number 2662.

8. Each of the Leases contains a confidentiality clause and in light of the confidentiality clauses in the Leases, the disclosure of lease terms could constitute a breach of the Leases.

9. Mexicana entered into written agreements for the early termination of the leases for the aircraft with manufacturer's serial numbers 971 and 966, pursuant to written termination agreements (the "Termination Agreements"):

(a) Annexed hereto as Exhibit I is a copy of the Lease Termination Agreement (MSN 0966) dated May 19, 2010, between CITAI as lessor and Mexicana as lessee, pursuant to which the parties agreed that, notwithstanding any provisions of the Lease to the contrary and subject to the terms and conditions of the termination agreement, the Lease would expire on September 27, 2010.

(b) Annexed hereto as Exhibit J is a copy of the Lease Termination Agreement (MSN 0971) dated May 19, 2010, between CITAI as lessor and Mexicana as lessee, pursuant to which the parties agreed that, notwithstanding any provisions of the Lease to the contrary and subject to the terms and conditions of the termination agreement, the Lease would expire on September 13, 2010.

10. I am advised by my clients that Leases and Termination Agreements are confidential and contain proprietary and highly sensitive commercial information.

11. The disclosure of the proprietary information contained in the Documents may prejudice the Lessor-Objectants' business interests by revealing sensitive commercial information to competitors and potential lessees of similar aircraft, such as pricing and technical and insurance requirements.

12. The Lessor-Objectants will timely file¹ an objection to the TRO Application.

13. By the Application and the Motion to Seal, the Lessor-Objectants seek authorization from the Court to file the Documents under seal to maintain the confidentiality of the provisions therein.

14. The filing of the Leases and Termination Agreements under seal will not prejudice Mexicana or the Foreign Representative, as the Debtor and the Foreign Representative, upon information and belief, either possess or have access to copies of the Leases and Termination Agreements.

15. No prior requests for the relief sought in the Application and the Motion to Seal have been made by the Lessor-Objectants.

Dated: New York, New York
August 12, 2010

VEDDER PRICE P.C.

/s/ John I. Karesh

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Association, not in its individual capacity but
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¹ Pursuant to the Second Amended TRO Order, any objections or responses to the TRO Application are due no later than August 13, 2010, at 4:00 p.m. (Eastern time).

EXHIBIT A

**Lease Agreement with Respect to the Airbus A319 Aircraft
with Manufacturer's Serial Number 2078**

**A COURTESY HARD COPY OF THIS CONFIDENTIAL DOCUMENT HAS BEEN
FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT B

**Lease Agreement with Respect to the Airbus A319 Aircraft
with Manufacturer's Serial Number 1625**

**A COURTESY HARD COPY OF THIS CONFIDENTIAL DOCUMENT HAS BEEN
FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT C

**Lease Agreement with Respect to the Airbus A319 Aircraft
with Manufacturer's Serial Number 1598**

**A COURTESY HARD COPY OF THIS CONFIDENTIAL DOCUMENT HAS BEEN
FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT D

**Lease Agreement with Respect to the Airbus A320 Aircraft
with Manufacturer's Serial Number 3304**

**A COURTESY HARD COPY OF THIS CONFIDENTIAL DOCUMENT HAS BEEN
FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT E

**Lease Agreement with Respect to the Airbus A330 Aircraft
with Manufacturer's Serial Number 971**

**A COURTESY HARD COPY OF THIS CONFIDENTIAL DOCUMENT HAS BEEN
FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT F

**Lease Agreement with Respect to the Airbus A330 Aircraft
with Manufacturer's Serial Number 966**

**A COURTESY HARD COPY OF THIS CONFIDENTIAL DOCUMENT HAS BEEN
FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT G

**Lease Agreement with Respect to the Airbus A319 Aircraft
with Manufacturer's Serial Number 2066**

**A COURTESY HARD COPY OF THIS CONFIDENTIAL DOCUMENT HAS BEEN
FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT H

**Lease Agreement with Respect to the Airbus A319 Aircraft
with Manufacturer's Serial Number 2662**

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FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT I

Lease Termination Agreement (MSN 0966) dated May 19, 2010

**A COURTESY HARD COPY OF THIS CONFIDENTIAL DOCUMENT HAS BEEN
FILED WITH THE COURT FOR IN CAMERA INSPECTION**

EXHIBIT J

Lease Termination Agreement (MSN 0971) dated May 19, 2010

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FILED WITH THE COURT FOR IN CAMERA INSPECTION**